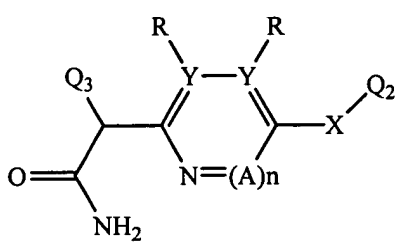
AMENDMENTS TO THE CLAIMS

Claims 3, 8-15, 18-23, and 25-37 are currently pending. Please cancel claims 13-14, 30-33, and 35-37. Please amend claims 3, 10, 11, 26-29, and 34, as indicated below. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing Of Claims

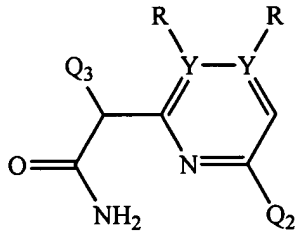
1-2. (Canceled)

3. (Currently Amended) A compound of the formula:



(Ie)

or



(Ig)

wherein:

Q_3 is a 5-6 membered aromatic carbocyclic or heterocyclic ring system; or an 8-10 membered bicyclic ring system comprising aromatic carbocyclic rings, aromatic heterocyclic rings or a combination of an aromatic carbocyclic ring and an aromatic heterocyclic ring; wherein Q_3 is substituted with 1 to 4 substituents, each of which is independently selected from halo; C_1-C_3 alkyl optionally substituted with NR'_2, OR', CO_2R' or $CONR'_2$; O-(C_1-C_3)-alkyl optionally substituted with NR'_2, OR', CO_2R' or $CONR'_2$; NR'_2; OCF_3; CF_3; NO_2; CO_2R'; CONHR'; SR'; $S(O_2)N(R')_2$; SCF_3; CN; $N(R')C(O)R^4$; $N(R')C(O)OR^4$; $N(R')C(O)C(O)R^4$; $N(R')S(O_2)R^4$; $N(R')R^4$; $N(R^4)_2$; OR^4; $OC(O)R^4$; $OP(O)_3H_2$; or $N=CH-N(R')_2$;

Q_2 is selected from 5-6 membered aromatic carbocyclic or heterocyclic ring systems, or 8-10 membered bicyclic ring systems consisting of aromatic carbocyclic rings, aromatic heterocyclic rings or a combination of an aromatic carbocyclic ring and an aromatic heterocyclic ring; wherein:

Q_2 is optionally substituted with up to 4 substituents, independently selected from halo, CH=N-OH, or CH=O; C_1-C_3 straight or branched alkyl optionally substituted with NR'_2, OR', CO_2R', $S(O_2)N(R')_2$, N=CH-$N(R')_2$, R^3, NH–CH_3, $NHCH_2CH_2OH$, $NHCH_2CH(OH)CH_2OH$, $CH_2OCH_2OCH_3$, $NHCH_2CH_2NH_2$, NH-phenyl, piperazinyl, pyrrolidinyl or $CONR'_2$; O-(C_1-C_3)-alkyl optionally substituted with NR'_2, OR', CO_2R', $S(O_2)N(R')_2$, N=CH-$N(R')_2$, R^3, or $CONR'_2$; NR'_2; OCF_3; CF_3; NO_2; CO_2R'; CONHR'; R^3; OR^3; NHR^3; SR^3; $C(O)R^3$; $C(O)N(R')R^3$; $C(O)OR^3$; SR'; $S(O_2)N(R')_2$; SCF_3; N=CH-$N(R')_2$; CH=N-OH; CH=O; or CN;

wherein R' is selected from hydrogen, (C_1-C_3)-alkyl; (C_2-C_3)-alkenyl or alkynyl; phenyl or phenyl substituted with 1 to 3 substituents independently selected from halo, methoxy, cyano, nitro, amino, hydroxy, methyl or ethyl;

R^3 is selected from a 5-6 membered aromatic carbocyclic or heterocyclic ring system;

R^4 is (C_1-C_4)-alkyl optionally substituted with $N(R')_2$, OR', CO_2R', $CON(R')_2$, or $SO_2N(R^2)_2$; or a 5-6 membered carbocyclic or heterocyclic ring system optionally substituted with $N(R')_2$, OR', CO_2R', $CON(R')_2$, or $SO_2N(R^2)_2$;

X is selected from -S-, -O-, -$S(O_2)$-, -S(O)-,[[-$S(O_2)$-,]] -$N(R^2)$-, -$N(R^2)$-$S(O_2)$-, -$N(R^2)$-C(O)O-, -O-C(O)-$N(R^2)$, -C(O)-, -C(O)O-, -O-C(O)-, -C(O)-$N(R^2)$-, -$N(R^2)$-C(O)-,[[-$N(R^2)$-,]] -$C(R^2)_2$-, -$C(OR^2)_2$-, -CH(OH)-;

each R is independently selected from hydrogen, -R^2, -$N(R^2)_2$, -OR^2, SR^2, -C(O)-$N(R^2)_2$, -$S(O_2)$-$N(R^2)_2$, or -C(O)-OR^2, wherein two adjacent R are optionally bound to one another and, together with each carbon to which they are respectively bound, form a 4-8 membered carbocyclic or heterocyclic ring;

R^2 is selected from hydrogen, (C_1-C_3)-alkyl, or ([[C_1]]C_2-C_3)-alkenyl; each optionally substituted with -$N(R')_2$, -OR', SR', -C(O)-$N(R')_2$, -$S(O_2)$-$N(R')_2$, -C(O)-OR', or R^3;

Y is ~~selected from~~ C ~~or N~~;

A, if present, is ~~selected from N or~~ CR'; and

n is ~~0 or~~ 1;

provided that when a compound is of formula Ig, Q_3 is 2,6-dichlorophenyl and both R substituents are H, then Q_2 is neither phenyl nor p-fluorophenyl; and

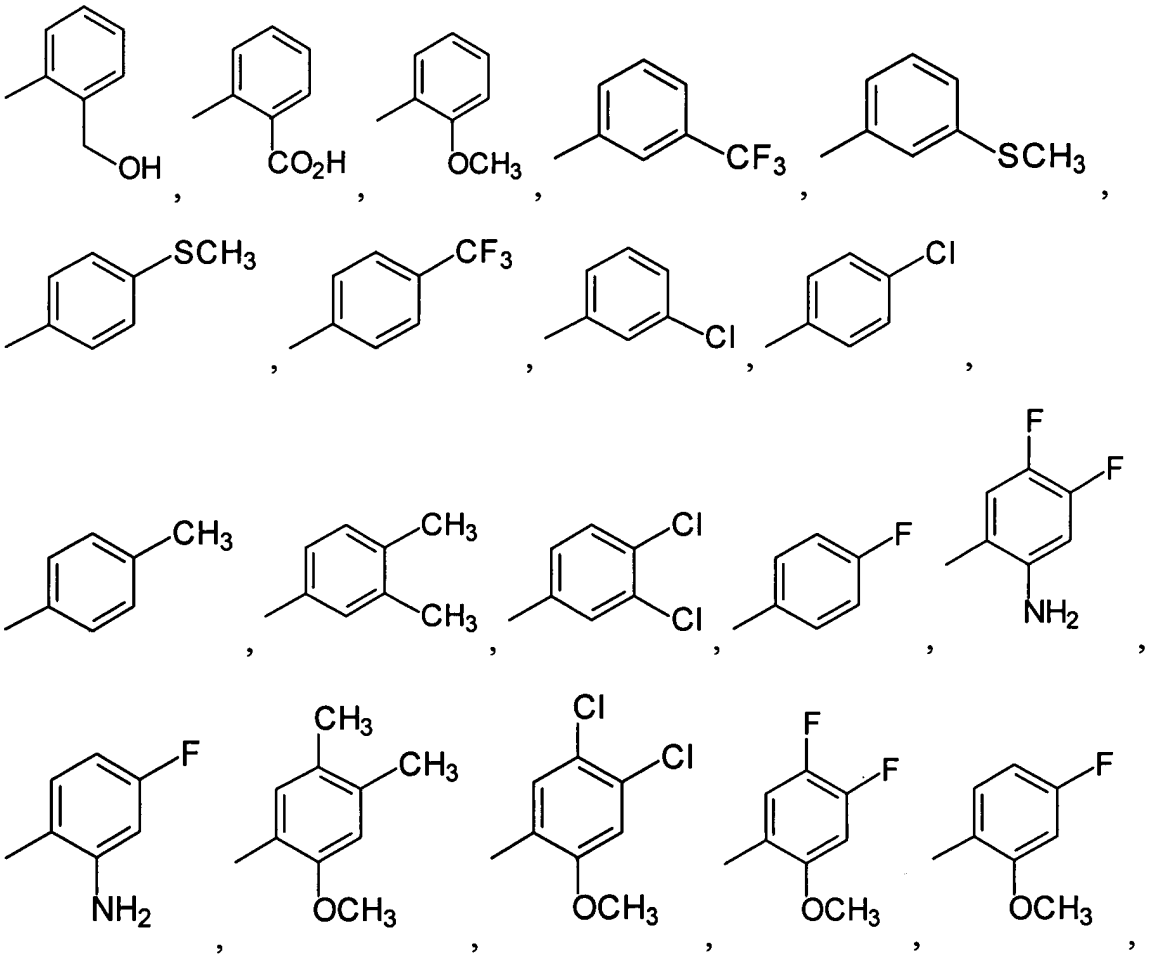
when a compound is of formula Ie, and Q_3 is 2,6-dichlorophenyl, both R substituents are H, and X is S, then Q_2 is not phenyl.

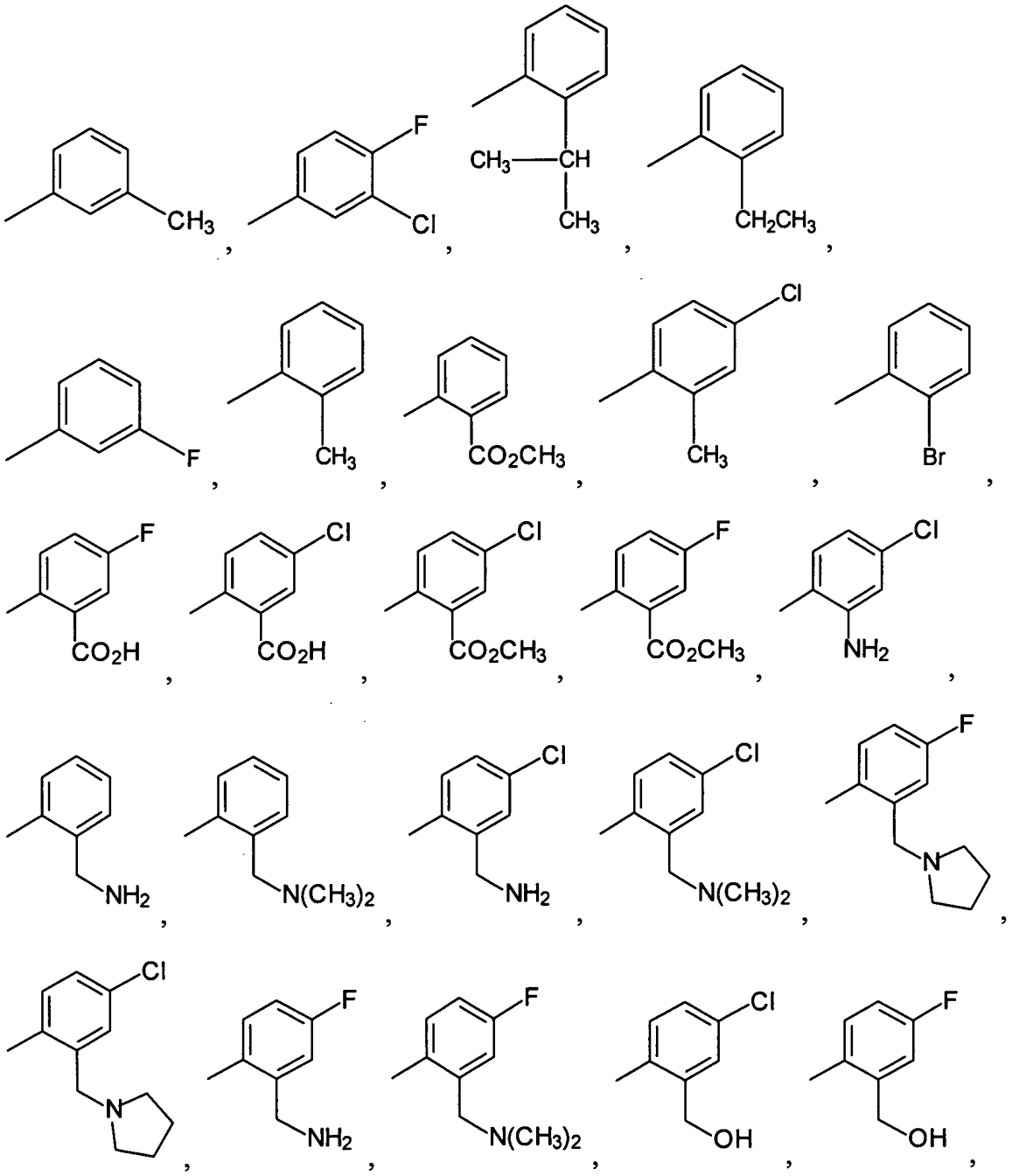
4-7. (Canceled)

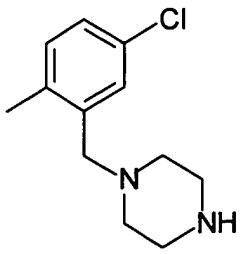
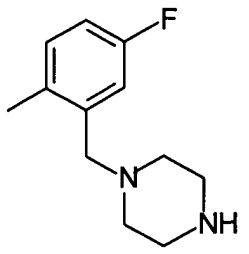
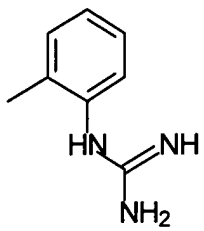
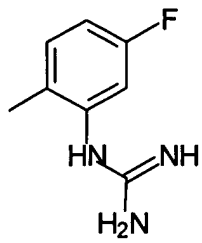
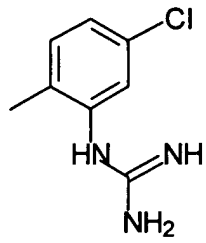
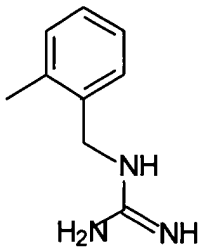
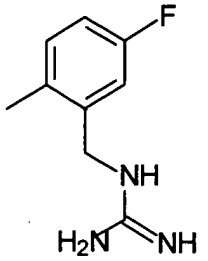
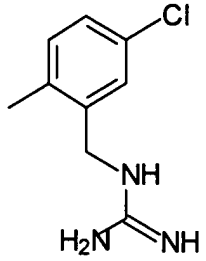
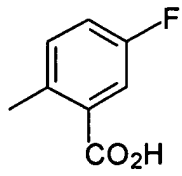
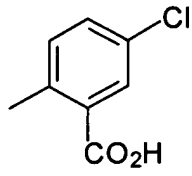
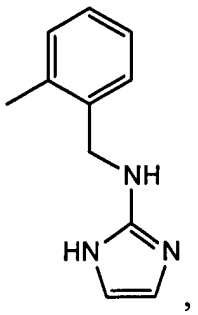
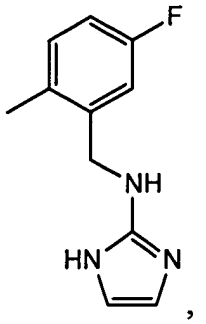
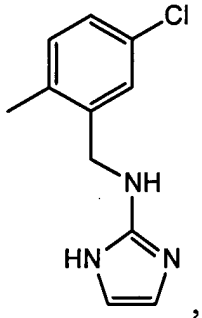
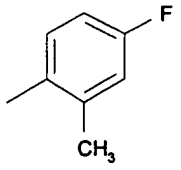
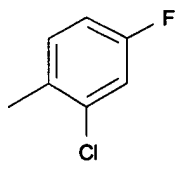
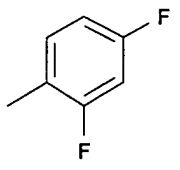
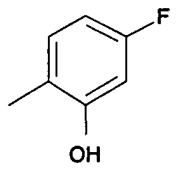
8. (Previously Presented) The compound according to claim 3, wherein Q_2 is selected from phenyl or pyridyl and wherein Q_2 optionally contains up to 3 substituents, each of which is independently selected from chloro, fluoro, bromo, methyl, ethyl, isopropyl, -

OCH_3, -OH, $-NH_2$, $-CF_3$, $-OCF_3$, $-SCH_3$, $-OCH_3$, -C(O)OH, $-C(O)OCH_3$, $-CH_2NH_2$, $-N(CH_3)_2$, $-CH_2$-pyrrolidine and $-CH_2OH$.

9. (Previously Presented) The compound according to claim 8, wherein, Q_2 is selected from:




CH3
F
Cl
CH3
CH
CH3
CH2CH3
F
CH3
CO2CH3
Cl
CH3
Br
F
CO2H
Cl
CO2H
Cl
CO2CH3
F
CO2CH3
Cl
NH2
NH2
N(CH3)2
Cl
NH2
Cl
N(CH3)2
F
N
Cl
N
F
NH2
F
N(CH3)2
Cl
OH
F
OH

unsubstituted 2-pyridyl or unsubstituted phenyl.

10. (Currently Amended) The compound according to claim 9, wherein Q_2 is selected from phenyl, 2-isopropylphenyl, 3,4-dimethylphenyl, 2-ethylphenyl, 3-fluorophenyl, 2-methylphenyl, 3-chloro-4-fluorophenyl, 3-chlorophenyl, 2-carbomethoxylphenyl, 2-carboxyphenyl, 2-methyl-4-chlorophenyl, 2-bromophenyl,

2-pyridyl, 2-methylenehydroxyphenyl, 4-fluorophenyl, 2-methyl-4-fluorophenyl, 2-chloro-4-fluorophenyl, 2,4-difluorophenyl, 2-hydroxy-4-fluorophenyl or 2-methylenehydroxy-4-fluorophenyl.

11. (Currently Amended) The compound according to claim 3, wherein X is selected from –S-, -O-, $-S(O_2)-$, -S(O)-, $-N(R^2)-$, $-C(R^2)_2-$ or –C(O)-.

12. (Previously Presented) The compound according to claim 11, wherein X is S.

13-14. (Canceled)

15. (Original) The compound according to claim 14, wherein each R attached to Y is independently selected from hydrogen or methyl.

16-17. (Canceled)

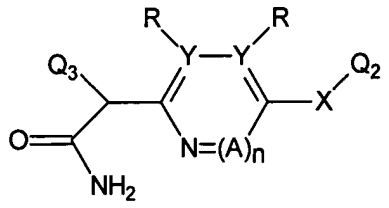
18. (Previously Presented) The compound according to claim 3, wherein Q_3 is substituted with 2 to 4 substituents, wherein at least one of said substituents is present in the ortho position relative to the point of attachment of Q_3 to the rest of the inhibitor.

19. (Original) The compound according to claim 18, wherein both ortho positions are occupied by one of said independently selected substituents.

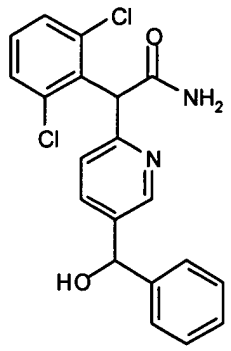
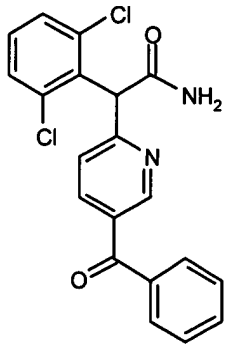
20. (Original) The compound according to claim 19, wherein Q_3 is a monocyclic carbocyclic ring; and each of said ortho substituents on Q_3 are independently selected from halo or methyl.

21. (Previously Presented) The compound according to claim 19, wherein Q_3 contains 1 to 2 substituents in addition to said ortho substituents, said additional substituents being independently selected from NR'_2, OR', CO_2R' CN, $N(R')C(O)R^4$; $N(R')C(O)OR^4$; $N(R')C(O)C(O)R^4$; $N(R')S(O_2)R^4$; $N(R')R^4$; $N(R^4)_2$; OR^4; $OC(O)R^4$; $OP(O)_3H_2$; or N=CH-$N(R')_2$.

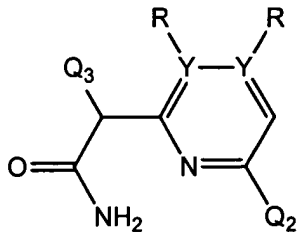
22. (Previously Presented) The compound according to claim 3, wherein said compound is a compound of formula Ie:



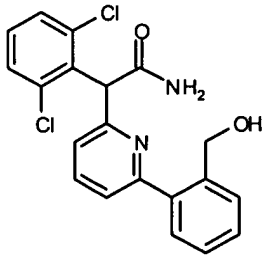
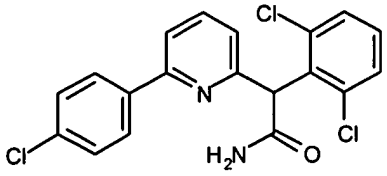
and is selected from any one of the following compounds:

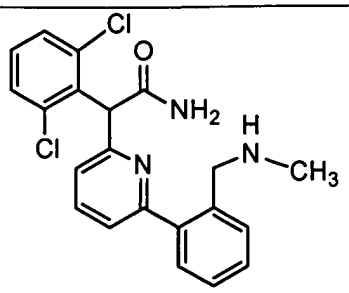
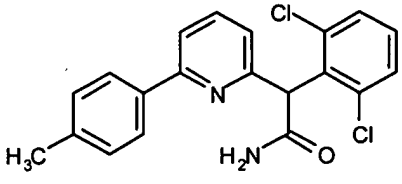
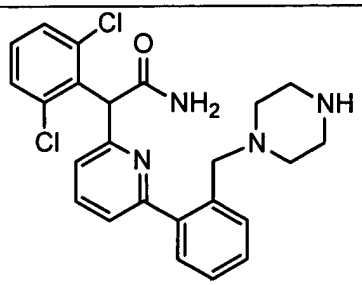
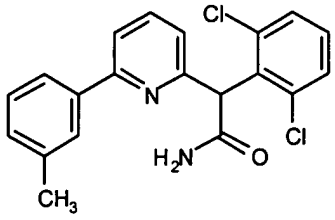
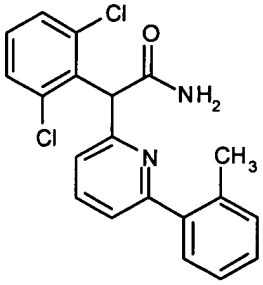
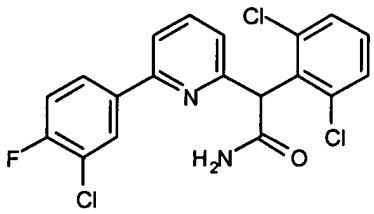
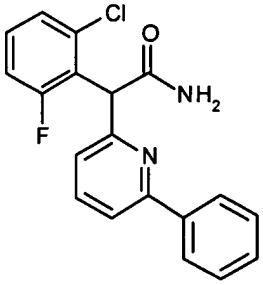
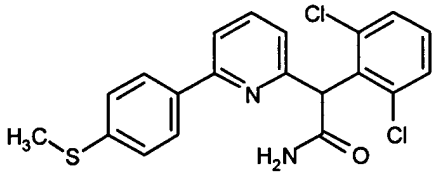
cpd #	structure	cpd #	structure
208		209	

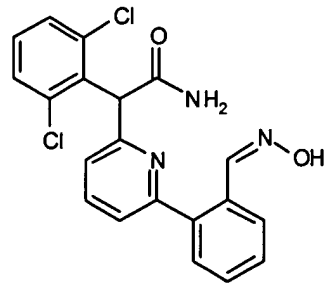
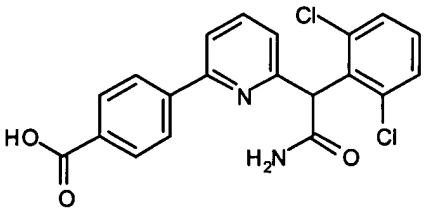
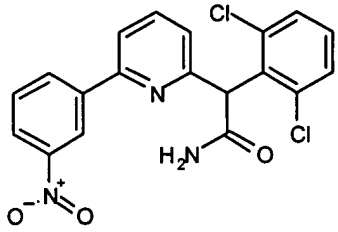
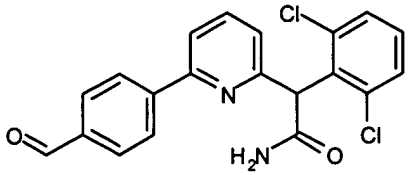
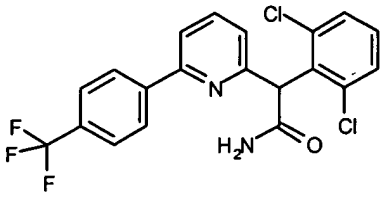
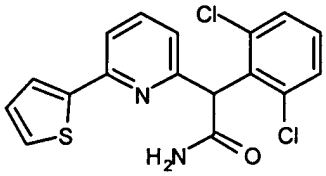
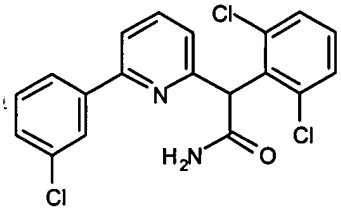
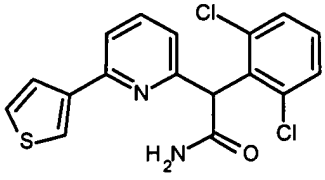
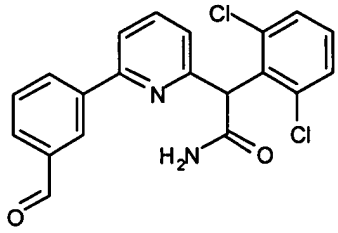
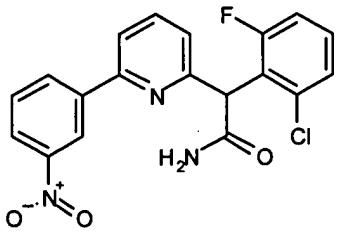
23. (Previously Presented) The compound according to claim 3, wherein said compound is a compound of formula Ig:

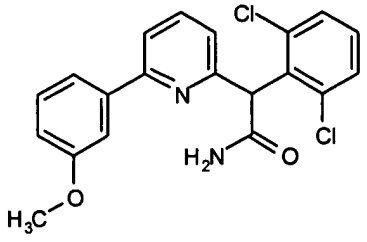
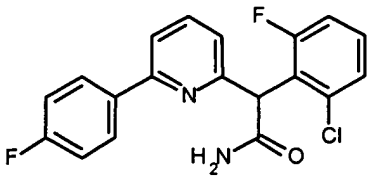
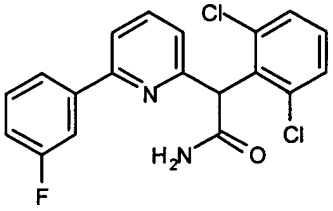
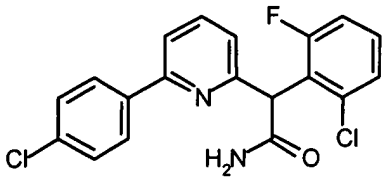
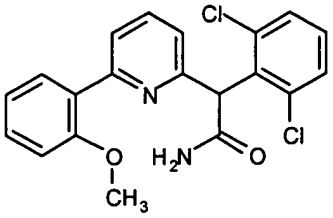
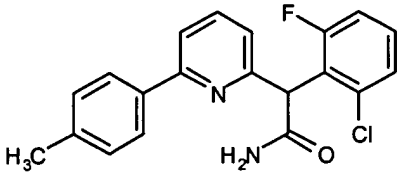
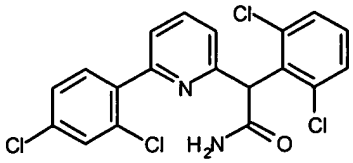
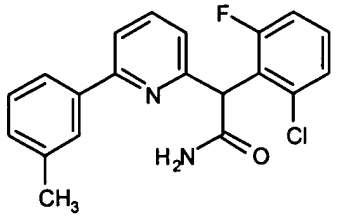
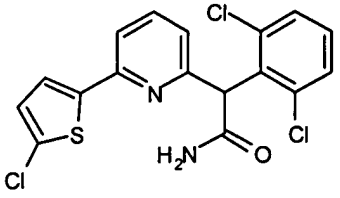
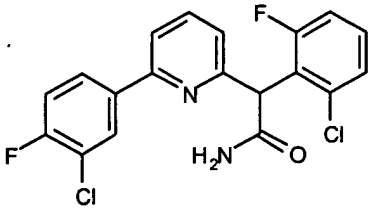


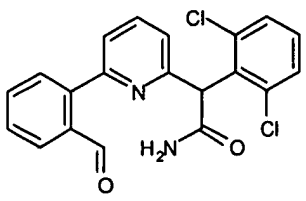
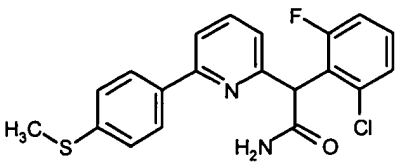
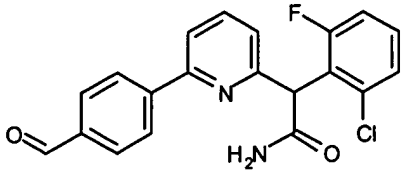
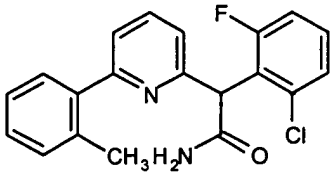
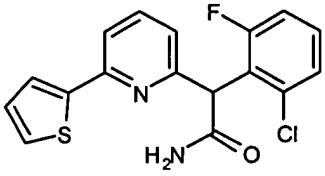
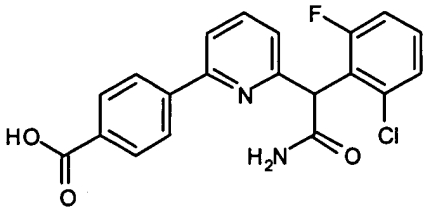
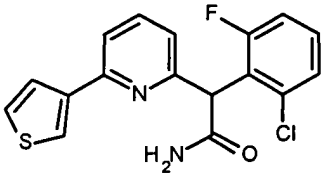
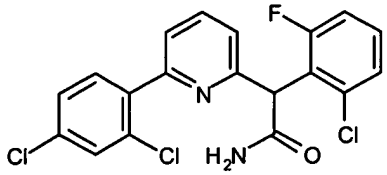
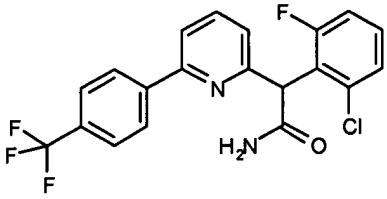
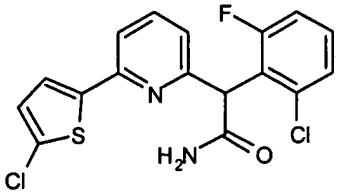
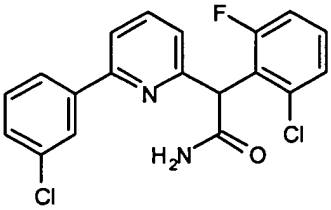
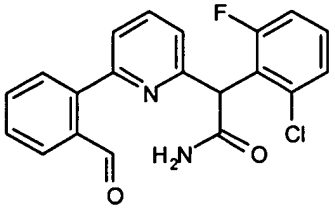
and is selected from any one of the following compounds:

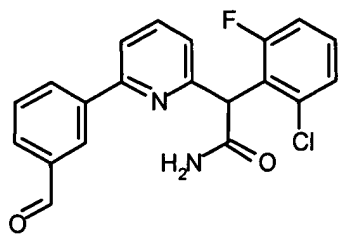
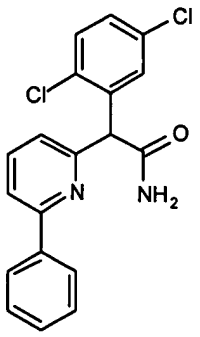
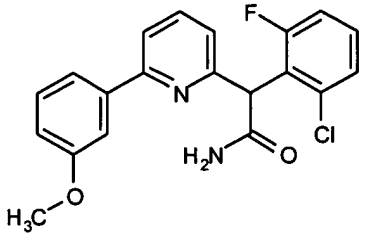
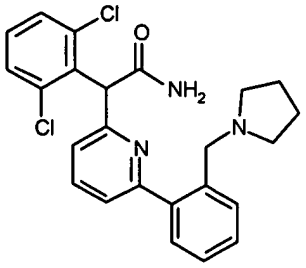
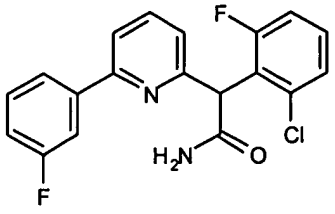
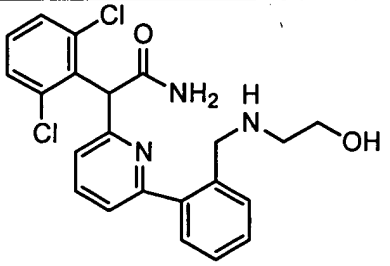
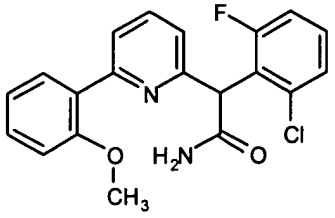
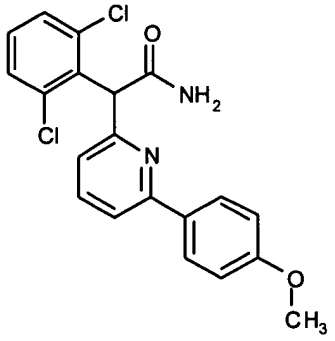
cpd #	Structure	cpd #	structure
302		310	

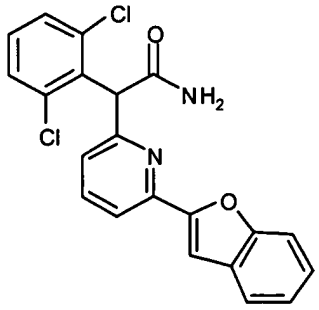
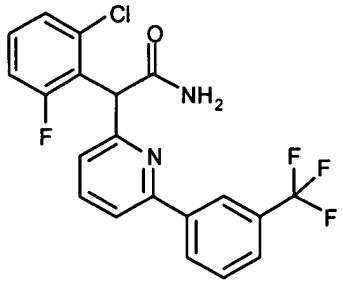
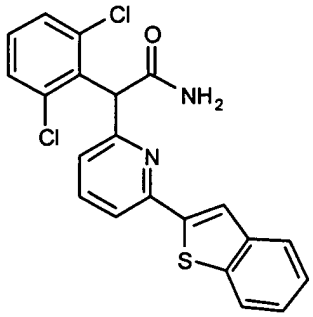
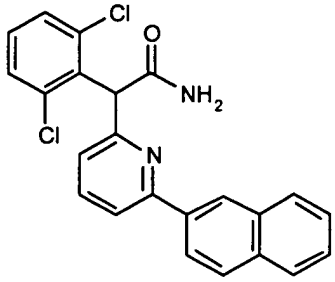
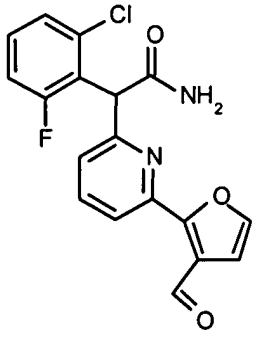
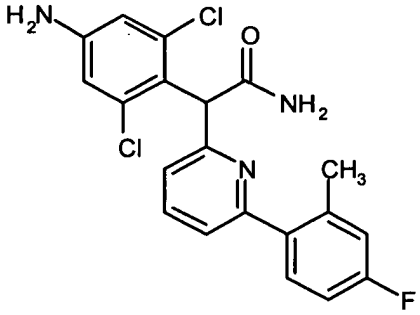
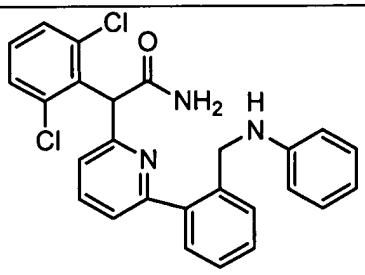
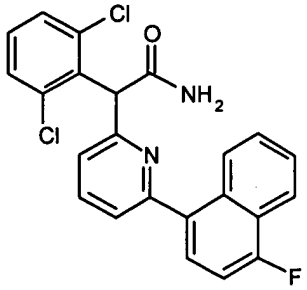
303		311	
304		312	
305		313	
306		314	

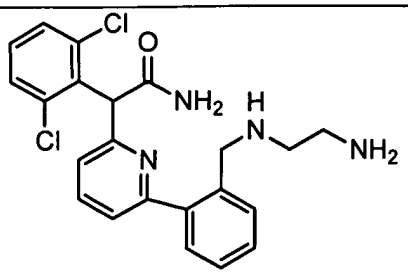
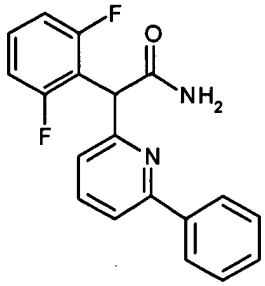
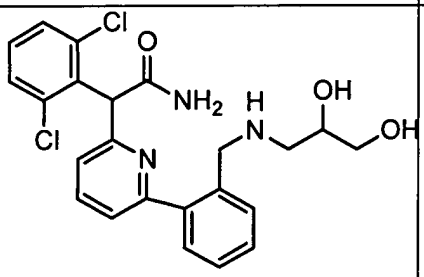
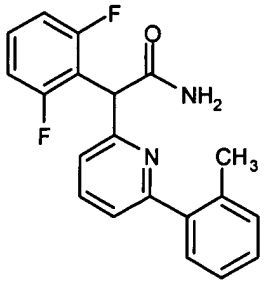
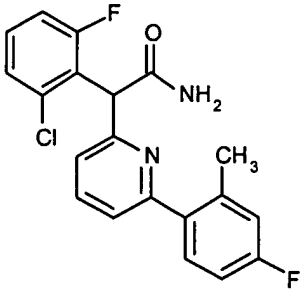
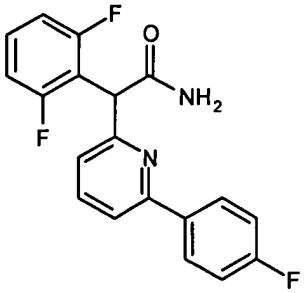
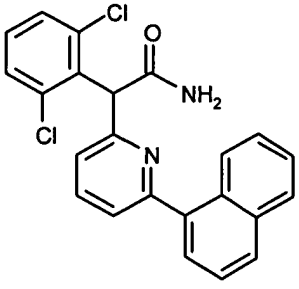
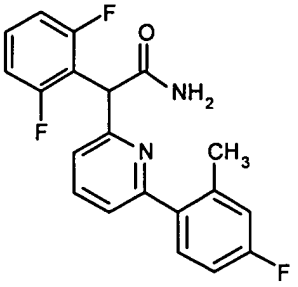
307		315	
308		316	
319		317	
320		318	
321		328	

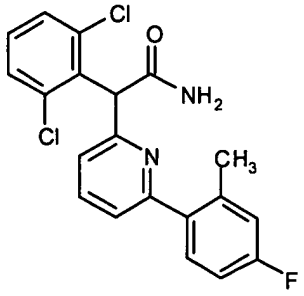
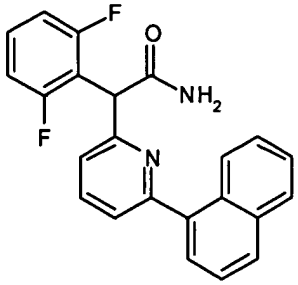
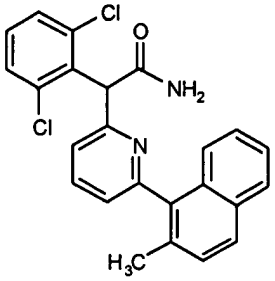
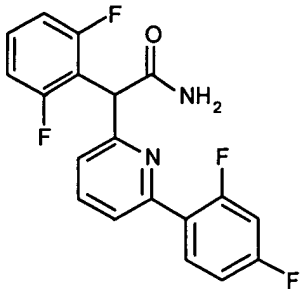
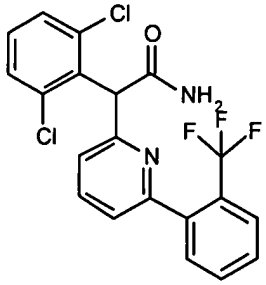
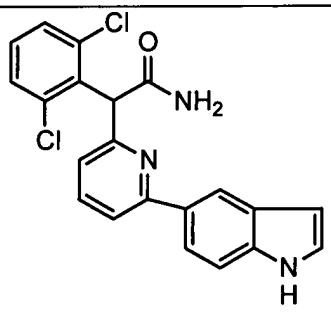
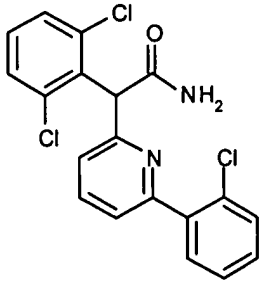
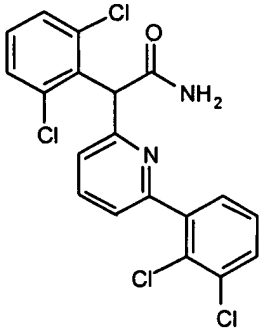
322		329	
323		330	
324		331	
325		332	
326		333	

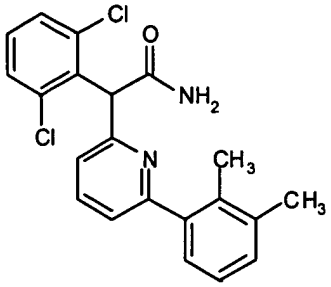
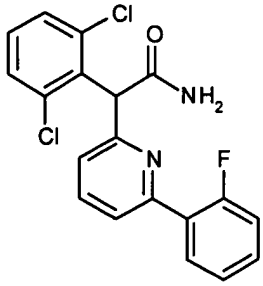
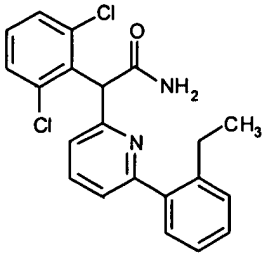
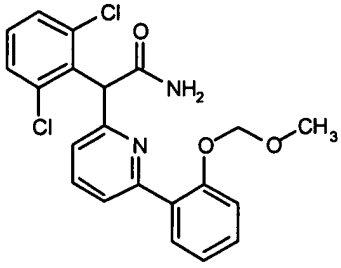
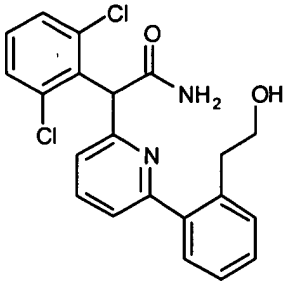
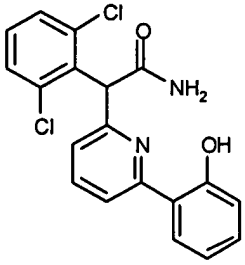
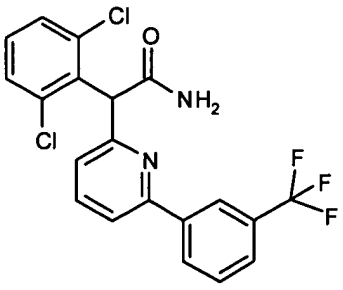
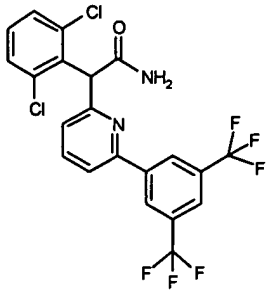
327		334	
337		335	
338		336	
339		346	
340		347	
341		348	

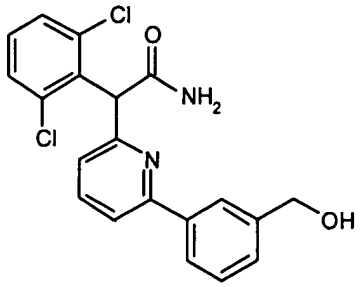
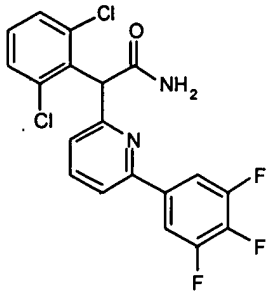
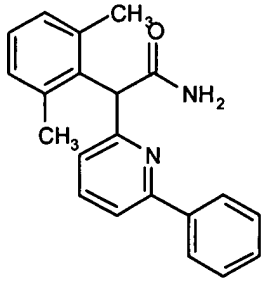
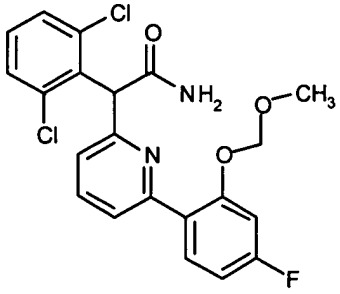
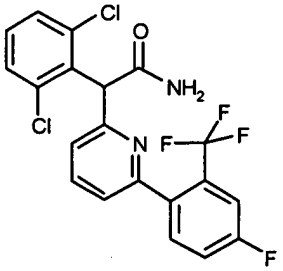
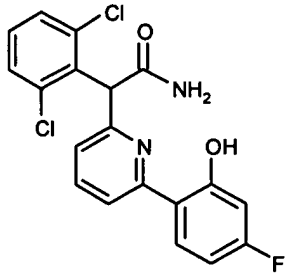
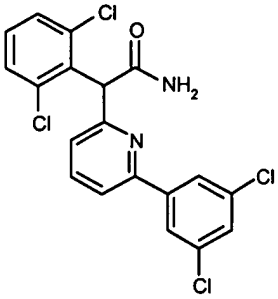
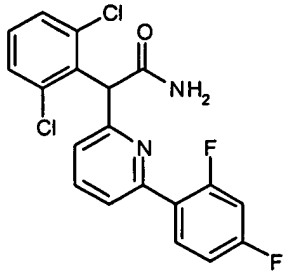
342		349	
343		350	
344		351	
345		352	

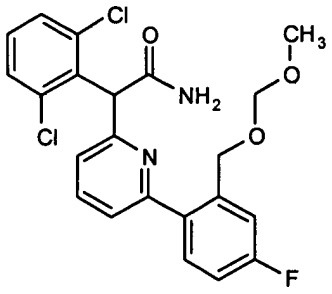
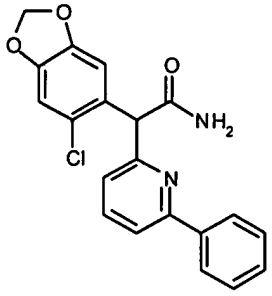
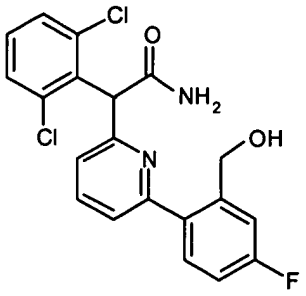
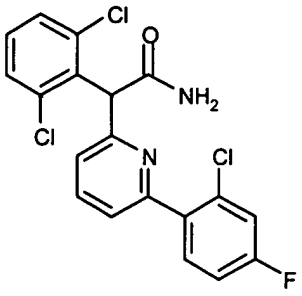
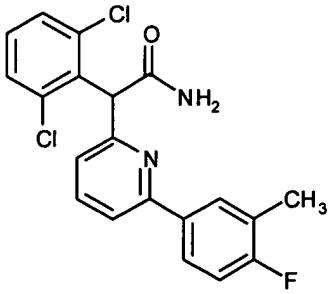
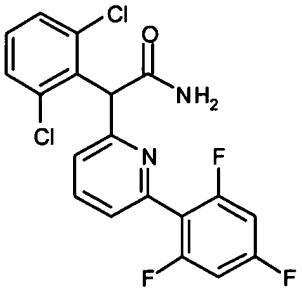
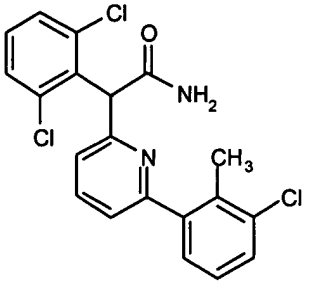
355		353	
356		354	
357		364	
358		365	

359		366	
360		367	
361		368	
362		369	

363		370	
373		371	
374		372	
375		382	

376		383	
377		385	
378		386	
379		387	

380		388	
381		389	
391		390	
392		396	

393		397	
394		398	
395		399	
		1301	

24. (Canceled)

25. (Previously Presented) A pharmaceutical composition comprising an amount of a compound according to claim 3 effective to inhibit p38, and a pharmaceutically acceptable carrier.

26. (Currently Amended) A method of treating ~~or preventing~~ inflammatory diseases, ~~autoimmune diseases, viral diseases,~~ destructive bone disorders, ~~proliferative disorders, infectious diseases, neurodegenerative diseases, allergies,~~ reperfusion/ischemia in stroke[[or]], myocardial ischemia, renal ischemia, ~~heart attacks, angiogenic disorders, organ hypoxia, vascular hyperplasia,~~ cardiac hypertrophy, ~~thrombin-induced platelet aggregation or conditions associated with prostaglandin endoperoxide synthase-2~~ rheumatoid arthritis, inflammatory bowel disease, ulcerative colitis, or Crohn's disease in a patient, said method comprising administering to said patient a composition according to claim 25.

27. (Currently Amended) The method according to claim 26, wherein said ~~use is~~ method is used to treat ~~or prevent~~ an inflammatory disease selected from acute pancreatitis, chronic pancreatitis, asthma, allergies, or adult respiratory distress syndrome.

28. (Currently Amended) The method according to claim 26, wherein said ~~use is~~ method is used to treat ~~or prevent an autoimmune disease selected from glomerulonephritis,~~ rheumatoid arthritis, ~~systemic lupus erythematosus, scleroderma, chronic thyroiditis, Graves' disease, autoimmune gastritis, diabetes, autoimmune hemolytic anemia, autoimmune neutropenia, thrombocytopenia, atopic dermatitis, chronic active hepatitis,~~

~~myasthenia gravis, multiple sclerosis,~~ inflammatory bowel disease, ulcerative colitis, or Crohn's disease~~, psoriasis, or graft vs. host disease~~.

29. (Currently Amended) The method according to claim 26, wherein said ~~use is~~ method is used to treat ~~or prevent~~ a destructive bone disorder selected from osteoarthritis, osteoporosis or multiple myeloma-related bone disorder.

30-33. (Canceled)

34. (Currently Amended) The method according to claim 26, wherein said ~~use is~~ method is used to treat ~~or prevent~~ ischemia/reperfusion in stroke[[or]], myocardial ischemia, or renal ischemia~~, heart attacks, organ hypoxia or thrombin-induced platelet aggregation~~.

35-37. (Canceled)